

MOTION TELECOM, INC.

International Section 214 Application Attachment 3: Additional Information

Concurrently with this application, Motion Telecom, Inc. (“MTI”), the Victor and Anamaria Mitchell Family Partnership, a California Limited Partnership (“Mitchell Family LP”) and Wireless Channels, Inc. (“WCI”) are applying for approval *nunc pro tunc* of the transfer of control of MTI’s domestic 214 authorization for resale of domestic telecommunications services. As explained in that filing, the majority of the stock of MTI’s parent, Advantage Advisory Service, Inc. (“AAS”) was recently sold to WCI, resulting in a transfer of control of Motion Telecom, Inc.

Specifically, before the transaction, the Mitchell Family LP held 69.6 percent of AAS stock. An additional 26.1 percent was held by the Advantage Advisory Service, Inc. Employee Stock Ownership Plan and Trust (“AAS ESOP”). Victor S. Mitchell and Anamaria F. Mitchell, both American citizens, each holds a 49.5 percent limited partnership interest in the Mitchell Family LP. Mr. Mitchell is also the 1 percent general partner in the Mitchell Family LP. Thus, Mrs. Mitchell had a 34.4 percent indirect interest in MTI; while Mr. Mitchell had a 35.1 percent indirect interest in MTI. The remaining 4.3 percent interest in AAS was held by two individuals.

When AAS was sold on March 10, 2004, stock interests amounting to 75.72 percent were transferred to WCI and the interest of the AAS ESOP was decreased to 24.28 percent. As indicated in Attachment 2 to this application, because of their interests in WCI, each of the following has a ten percent or greater indirect interest in MTI. Enhanced Colorado Issuer, LLC a Delaware corporation with a 15.09 percent interest in WCI has an 11.42 percent indirect interest in MTI. Coral Technology Partners VI, LP, a Delaware corporation, and Andrew M. Paul, a United States citizen, each holds a 27.16 percent interest in WCI and a 20.56 indirect interest in MTI. I. Ben Joseph has a 7.24 percent interest in WCI. Mr. Joseph also holds 100 percent interest in ABJ, LLC, a Delaware limited liability company with an 11.26 percent interest in WCI. Consequently, Mr. Joseph has an indirect interest in MTI of 14 percent.

At the time the transaction was contemplated, the Applicants did not anticipate the need for filing a transfer of control application. The Applicants now realize that they should have filed an application for prior approval of the transfer of control of MTI’s Section 214 authorization. Accordingly, through the domestic 214 application, the Applicants desire to remedy this situation, and seek *nunc pro tunc* approval of the transfer of control resulting from the sale of AAS.

When MTI discovered it was required to obtain authority for the transfer of control of its domestic Section 214 authorization, it also learned that it was not authorized to provide resold international communications. Univance Telecommunications, Inc. (“UTI”) was authorized to provide Global Resale Service. (Ref. File Number ITC-214-19971202-00752). UTI filed for bankruptcy on January 23, 2003. In April of 2003, Advantage Telecom, Inc. (“ATI”) acquired substantially all of UTI’s assets including UTI’s core business of reselling long distance services. On May 20, 2003, ATI changed its name to MTI. Unfortunately, MTI just discovered that UTI’s

international 214 authorization was never assigned to ATI. Because UTI is no longer an active corporation with representatives able to sign an assignment application to MTI, by the instant application MTI is filing for a new International 214 authorization.

Should the Commission have any questions with respect to this application, kindly contact Elizabeth R. Sachs or Marilyn S. Mense with Lukas, Nace, Gutierrez & Sachs at (202) 857-3500.